

AGREEMENT

This AGREEMENT is made and entered into this ____ day of _____, 2008, by and between the Saucelito Irrigation District, hereinafter called the Seller, and COUNTY OF TULARE, hereinafter called the Purchaser.

WITNESSETH:

THAT WHEREAS, the Purchaser desires, on behalf of Frasinetto Farms, LLC, to obtain from Seller, a portion of Seller's 2008-09 water supply under its contract with the U.S. Bureau of Reclamation (USBR) for Central Valley Project water; and

WHEREAS, the Seller desires to sell and deliver the same to Purchaser.

NOW, THEREFORE, the parties hereto agree as follows:

1. The Seller does hereby assign, transfer, sell and authorize the USBR to deliver to Purchaser from Seller's 2008-2009 supply, 200 acre-feet of water belonging to it to the Purchaser, for Frasinetto Farms, LLC, to be delivered before February 28, 2009, as scheduled by Frasinetto Farms, LLC.

2. Frasinetto Farms, LLC agrees to pay the Seller the amount of \$215.00 per acre-foot for 200 acre-feet, said amount to be paid within 45 days of invoice receipt. Such amount shall represent payment in full for the said water purchase. In addition, Frasinetto Farms, LLC agrees to pay all charges related to acquisition, delivery, pumping and administration and will hold harmless, defend and indemnify Tulare County from any cost or expenses claims, actions, damages or losses of any kind, including death related to this transaction.

3. Delivery of water shall be out of Friant Reservoir. Specific delivery dates shall be such as Frasinetto Farms, LLC and the USBR may determine and agree upon except as otherwise herein specified or as may be mutually further agreed upon by Frasinetto Farms, LLC, the USBR and the County.

4. This Agreement shall constitute an authorization of said USBR to deliver the amounts of water hereinabove agreed upon.

IN WITNESS HEREOF, the parties hereto have hereunto set their hands the day and year first above written.

By: _____
Saucelito Irrigation District

By: _____
Chairman, Board of Supervisors
Tulare County

By: _____
Frasinetto Farms, LLC

Approved as to Form:

By: _____
County of Tulare

By: _____
Deputy County Counsel